COMPLAINT

ase 2:19-cv-01153-DMG-AFM Document 1 Filed 02/14/19 Page 1 of 155 Page ID #:1

Michael Grecco Productions, Inc ("Grecco"), by and through its attorneys of record, complains against Shutterstock, Inc., Kobert Media dba Volleypost, and DOES 1-10, inclusive, (collectively "Defendants") as follows:

JURISDICTION AND VENUE

- 1. This is a civil action against Defendants for their acts of copyright infringement in violation of the United States Copyright Act, 17 U.S.C. §§ 101 et seq and negligence under Cal. Civ. Code § 1714.
- 2. This Court has subject matter jurisdiction over this copyright infringement action under 28 U.S.C. §§ 1331, 17 U.S.C. § 501(a), and 28 U.S.C. § 1338(a) and supplemental jurisdiction over the negligence claim under 28 U.S.C § 1367.
- 3. Venue is proper in this District under 28 U.S.C. §§ 1391(b) and (c) and 28 U.S.C. § 1400(a) in that the claim arises in this Judicial District, the Defendants may be found and transact business in this Judicial District, and the injury suffered by Grecco took place in this Judicial District. Defendants are subject to the general and specific personal jurisdiction of this Court because of their contacts with the State of California.

PARTIES

- 4. Plaintiff Grecco is a photography studio and business owned and operated by photographer Michael Grecco, registered with the State of California January 01, 1998. Grecco is the successor by corporate name change from Michael Grecco Photography, Inc. to Michael Grecco Productions, Inc. on January 26, 2012. Grecco is a California corporation with its principal place of business at 3103 17th Street, Santa Monica, California 90405 and has appointed Michael Fattorosi, 5850 Canoga Avenue, Suite 400, Woodland Hills, CA 91367, as its agent for service of process.
- 5. Grecco is informed and believes and, upon such, alleges that Defendant Shutterstock, Inc. is a corporation incorporated in Delaware with its principle place of business at 350 Fifth Avenue, 21st Floor, New York, NY 10118, United States and has appointed Corporation Service Company, 251 Little Falls Drive, Wilmington DE, 19898,

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as its agent for service of process.

- 6. Grecco is informed and believes and, upon such, alleges that Defendant Kobert Media is an unknown entity with its principle place of business at 1397 2nd Avenue, #133, New York, NY 10021. Kobert Media does business as Volleypost, which has a website "www.volleypost.com."
- DOES 1 through 10, inclusive, are unknown to Grecco, who therefore sues 7. said Defendants by such fictitious names. Grecco will ask leave of Court to amend this Complaint and insert the true names and capacities of said Defendants when the same have been ascertained. Grecco is informed and believes and, upon such, alleges that each of the Defendants designated herein as a "DOE" are legally responsible in some manner for the events and happenings herein alleged, and that Grecco's damages as alleged herein were proximately caused by such Defendants.

STATEMENT OF FACTS

Plaintiff's Business and the Photograph Forming the Subject Matter of This Dispute.

- Michael Grecco, principal and owner of Grecco, is an award-winning 8. commercial photographer and film director. Grecco is noted for its iconic celebrity portraits, innovative magazine covers, editorial images, and advertising spreads for numerous top-tier media outlets.
- As part of its business as a prominent celebrity photography agency, Grecco is 9. hired by a multitude of top-tier media outlets, such as Hollywood studios, to take photographs of celebrities. Grecco then licenses its photographs on an exclusive and nonexclusive basis to the top-tier media outlets. Grecco has licensed individual images of celebrities for thousands of dollars to major top-tier media outlets.
- Grecco has created many stylized and valuable photographs of celebrities. 10. Among them is the photograph-at-issue—the photograph of Snapchat co-founders, Evan Spiegel and Bobby Murphy (the "Snapchat Photo").

11. Grecco has timely obtained the copyright registration with the United States Copyright Office for the Snapchat Photo (Reg. No.: VAu 1-161-074). A true and correct copy of the Snapchat Photo and its copyright registration is attached hereto as **Exhibit A**.

12. Grecco filed for copyright registration of the Snapchat Photo within 90 days of its authorship and even before its publication and/or before Defendants' copyright infringement of the same.

The Defendants and the Marketplace.

- 13. Plaintiff is informed and believes that Defendants are sophisticated and successful online content publishers serving their readers by publishing, creating, and distributing content for their audiences worldwide—through their respective websites, namely https://www.shutterstock.com/, http://www.kobertmedia.com/, and https://www.volleypost.com/—in a variety of different industries. True and correct copies of screenshots of the Defendants' Websites are attached hereto as **Exhibit B**.
- 14. Defendants tout themselves to be leading companies for content creation and distribution. For example, Defendant Shutterstock asserts that it is a "leading global technology company offering a creative platform for high-quality assets [...] company licenses images, video, music, and editorial assets -- as well as custom content tailored to a brand's needs [...] Shutterstock portfolio of brands includes Bigstock, Offset, PremiumBeat, Rex Features and Shutterstock Custom." Defendant Shutterstock's whole business revolves around licensing content and it *licensed* the Snapchat Photo to make money to at least Volleypost (true and correct copies of the e-mail from Volleypost cofounder and the associated Shutterstock license are attached hereto as **Exhibit C**)—this not just an accidental publication but an express and intentional act by Defendant Shutterstock.
- 15. Plaintiff is informed and believes that Defendant Shutterstock's licensing business model has made it a vast and profitable company earning millions of dollars from licensing content. A true and correct copy of Defendant Shutterstock's quarterly financial result as published on PRNewswire is attached hereto as **Exhibit D.**

- 16. Further, Defendant Kobert Media asserts that it, "[f]ounded by a veteran team in the online advertising industry, [has] created an agency solely focused on content marketing." It also asserts, among other things that it distributes "content and run[s] targeted campaigns on the top distribution channels available." True and correct copies of screenshots of Defendants' "About Us" webpages are attached hereto as **Exhibit E**.
- 17. Defendants are aware of the value of copyrights and the legal implications of copyright infringement. Their websites have detailed notices on how to contact the legal department with any queries. Their websites detailed "Terms of Use" that discuss intellectual property rights, prohibit illegal use, etc. Further, the Shutterstock website has detailed discussions on copyright and the "Digital Millennium Copyright Act." True and correct copies of screenshots of Defendants' websites exhibiting their legal sophistication, awareness of copyrights, and the legal implications of copyright infringement are attached hereto as **Exhibit F**.
- 18. Plaintiff is informed and believes that Defendants have violated federal law by willfully infringing Grecco's copyrights to at least the Snapchat Photo identified herein. Specifically, Defendants reproduced, distributed, and publicly displayed the Images, and/or derivatives thereof without permission, consent, or license.
- 19. In fact, Defendant Volleypost posted the Snapchat Photo on its website in at least one article entitled, "Evan Spiegel's Net Worth: Everything to Know." A true and correct copy of the screenshot evidencing the unauthorized use of the Snapchat Photo is attached hereto as Exhibit G. Plaintiff is informed and believes that Defendant Volleypost, based on its license with Defendant Shutterstock ("Shutterstock license"), downloaded the Snapchat Photo from Shutterstock. See Exhibit C.
- 20. Grecco has never sold or licensed the Snapchat Photo to Defendant Shutterstock. In fact, Grecco, because of the significant monetary loss suffered by licensing its photographs through stock licensing companies, such as Defendant Shutterstock, has stopped licensing its valuable photos to them. Defendant Shutterstock licensed the Snapchat Photo to Defendant Volleypost without having any right to do so.

- 21. In the marketplace, celebrity photos, such as the Snapchat Photo, carry tremendous monetary value. Grecco licenses these images to various third parties to create highly sought-after feature spreads, among other things, on television, print, and online.
- 22. Defendants' reproduction, distribution, and public display of the Snapchat Photo, and derivatives thereof, has resulted in the Snapchat Photo being circulated widely on the internet. A true and correct copy of the Snapchat Photo as available on Google on the internet. A true and correct copy of the Snapchat Photo as available on Google because of its unauthorized display on Shutterstock.com is attached hereto as Exhibit H.
- 23. Plaintiff is informed and believes that Defendants have driven significant traffic to the Website in large part due to the presence of the sought after and searched for celebrity photographs that frame this dispute. All of this traffic translates into substantial ill-gotten commercial advantage and revenue generation for Defendants as a direct consequence of their infringing actions.

FIRST CLAIM FOR RELIEF

(Copyright Infringement, 17 U.S.C. § 501, Against All Defendants)

- 24. Plaintiff Grecco incorporates herein by reference the allegations in paragraphs 1 through 23 above.
- 25. Grecco is the rightsholder to the copyright of the Snapchat Photo, which substantially consists of wholly original material that constitutes copyrightable subject matter under the laws of the United States. Grecco has complied in all respects with the Copyright Act and all of the laws of the United States governing copyrights. As evidenced by Exhibit A, the Snapchat Photo has been timely registered with the United States Copyright Office.
- 26. Defendants have directly, vicariously, and/or contributorily infringed, and unless enjoined, will continue to infringe Grecco's copyrights by reproducing, displaying, distributing, and utilizing the Snapchat Photo for purposes of trade without authorization of or payment to Grecco in violation of 17 U.S.C. § 501 et seq.

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- 27. Defendants have willfully infringed, and unless enjoined, will continue to infringe Grecco's copyrights by knowingly reproducing, displaying, distributing, and utilizing the Snapchat Photo for purposes of trade.
- 28. Plaintiff is informed and believes that Defendants' acts of infringement are willful because, inter alia, the Defendants are sophisticated businesses with full knowledge because, inter alia, the Defendants are sophisticated businesses with full knowledge of the strictures of federal copyright law and the basic requirements for licensing the use of copyrighted content for commercial exploitation.
- 29. Plaintiff is informed and believes that Defendants, despite such knowledge, willfully reproduced, publicly distributed, and publicly displayed the Snapchat Photo on their websites. Defendant Shutterstock, in fact, licensed the Snapchat Photo without ever possessing the right to do so.
- 30. Defendants have received substantial benefits in connection with the unauthorized reproduction, display, distribution, and utilization of the Snapchat Photo for purposes of trade, including by increasing the traffic to their websites and licensing deals.
- 31. Defendants' unauthorized actions were and are continuing to be performed without Grecco's permission, license, or consent.
- 32. Defendants' wrongful acts have caused, and are causing, great injury to Grecco, of which damages cannot be accurately computed, and unless this Court restrains Defendants from further commission of said acts, Grecco will suffer irreparable injury, for all of which it is without an adequate remedy at law. Accordingly, Grecco seeks a declaration that Defendants are infringing Grecco's copyrights and an order under 17 U.S.C. § 502 enjoining Defendants from any further infringement of Grecco's copyrights.
- 33. As a result of Defendants' wrongful acts alleged herein, Grecco has suffered and is suffering substantial damage to its business in the form of diversion of trade, loss of profits, injury to goodwill and reputation, and the dilution of the value of its rights, all of which are not yet fully ascertainable.

- 34. Because of the willful nature of Defendants' copyright infringement, Grecco is entitled to an award of statutory damages of up to \$150,000 per copyrighted work per Defendant.
- 35. Grecco has identified at least one copyrighted work—namely, the Snapchat Photo—infringed by Defendants, which occurred by way of reproduction, public distribution, and public display of the Snapchat Photo on the Defendants' websites and public display of the Snapchat Photo on the Defendants' websites and through licensing deals with other companies. Therefore, Grecco is entitled to an award of \$300,000 (\$150,000 times two for each Defendant) in statutory damages.
- 36. Alternatively, at its discretion, Grecco is entitled to actual damages in an amount to be proven at trial for the infringement of all works at issue.
 - 37. Grecco is also entitled to its attorney's fees in prosecuting this action.

SECOND CLAIM FOR RELIEF

(Negligence Against Defendant Shutterstock)

- 38. Plaintiff Grecco incorporates herein by reference the allegations in paragraphs 1 through 37 above.
- 39. Defendant Shutterstock obtained the Snapchat Photo at least negligently, if not intentionally, carelessly, and without authority. As a sophisticated content licensor, Defendant Shutterstock knew or should have known that they need proper consent to utilize someone else's content (for example, to use someone's photograph—in this case, the Snapchat Photo) for commercial exploitation. In fact, as evidenced by Exhibit F, Defendant Shutterstock is well aware of the reasonable care it owes in acquiring someone else' content. As evidenced by Exhibit F, it has extensive rules and restrictions for the Snapchat Photo) for commercial exploitation. In fact, as evidenced by Exhibit F, Defendant Shutterstock is well aware of the reasonable care it owes in acquiring someone else' content. As evidenced by Exhibit F, it has extensive rules and restrictions for the same. Despite having generated hundreds of millions of dollars from licensing content, as

evidenced by Exhibit D, Defendant Shutterstock lacked the properly functioning internal procedures and mechanisms in place to ensure that it used the Snapchat Photo only when it actually acquired it. In fact, a simple Google search would have instructed Defendant Shutterstock that whoever it purchased the Snapchat Photo from did not own it in the first place and that in fact, the owner of the Snapchat Photo was Grecco. Thus, it breached the reasonable duty of care it owed Grecco.

40. As a direct and proximate cause of Defendant Shutterstock's actions, Plaintiff has been injured in an amount to be proven at trial.

PRAYER FOR RELIEF

WHEREFORE, Plaintiff Grecco requests judgment against Defendants as follows:

- 1. The Defendants, their officers, agents, servants, employees, representatives, and attorneys, and all person in active concert or participation with them, be permanently enjoined from designing, copying, reproducing, displaying, promoting, advertising, distributing, or selling, or any other form of dealing or transaction in, any and all advertising and promotional materials, print media, signs, Internet websites, or any other media, either now known or hereafter devised, bearing any design or mark which infringe, contributorily infringe, or vicariously infringe upon Grecco's rights in the photographs at issue.
- 2. Defendants be held liable to Grecco in statutory damages for copyright infringement, including willful infringement, in accordance with 17 U.S.C. §§ 504 (a)(2) and (c) and for costs, interest, and reasonable attorney's fees pursuant to 17 U.S.C. § 505.
- 3. An accounting be made for all profits, income, receipts, or other benefit derived by Defendants from the reproduction, copying, display, promotion, distribution, or sale of products and services, or other media, either now known or hereafter devised that improperly or unlawfully infringes upon Grecco's copyrights pursuant to 17 U.S.C. § 504 (a)(1) and (b).

1	4.	Requiring Defendants to	account for and pay over to Grecco all profits derived
2	by Defenda	ants from their acts of copy	right infringement and to reimburse Grecco for all
3	damages su	ffered by Grecco by reaso	ns of Defendants' acts, pursuant to 17 U.S.C. §§ 504
4	(a)(1) and (b).	
5	5.	Actual damages for copy	right infringement pursuant to 17 U.S.C. §§ 504
6	(a)(1) and (b).	
7	6.	That Grecco be awarded	any such other and further relief as the Court may
8	deem just a	nd appropriate.	
9	Dated: Febr	ruary 14, 2019	ONE LLP
10			
11			By: /s/ Vishwanath Kootala Mohan
12			Vishwanath Kootala Mohan Peter R. Afrasiabi
13			Jenny S. Kim
14			Attorneys for Plaintiff,
15			Michael Grecco Productions, Inc.
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21	Dated. Febr	ruary 14, 2019 ONE LLP	
22			By: /s/ Vishwanath Kootala Mohan
23			Vishwanath Kootala Mohan
24			Peter R. Afrasiabi Jenny S. Kim
25			
26			Attorneys for Plaintiff, Michael Grecco Productions, Inc.
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28			
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EXHIBIT "A"

Case 2:19-cv-01153-DMG-AFM Document 1 Filed 02/14/19 Page 12 of 155 Page ID #:12 Certificate of Registration



This Certificate issued under the seal of the Copyright Office in accordance with title 17, *United States Code*, attests that registration has been made for the work identified below. The information on this certificate has been made a part of the Copyright Office records.

Registration Number VAu 1-161-074

Effective date of registration:

December 22, 2013

Register of Copyrights, United States of America

Title -

Title of Work: Grecco Unpublished 7/29/2013 to 12/22/2013

Completion/Publication -

Year of Completion: 2013

Author

Author: MGP, Inc.

Author Created: photograph(s)

Work made for hire: Yes

Citizen of: United States

Domiciled in: United States

Anonymous: Yes

Copyright claimant -

Copyright Claimant: MGP, Inc.

3103 17th Street, Santa Monica, CA, 90405, United States

Rights and Permissions

Organization Name: MGP, Inc.

Name: Michael Grecco

Email: michael@michaelgrecco.com

Telephone: 310-452-4461

Address: 3103 17th Street

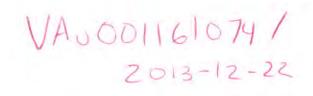
Santa Monica, CA 90405 United States

Certification

Name: Michael Grecco

Date: December 22, 2013

Page 1 of 1



-APPLICATION-

0205

Title -Title of Work: Grecco Unpublished 7/29/2013 to 12/22/2013 Completion/Publication -Year of Completion: 2013 Author . Author: MGP, Inc. Author Created: photograph(s) Work made for hire: Yes Citizen of: United States Domiciled in: United States Anonymous: Yes Copyright claimant — Copyright Claimant: MGP, Inc. 3103 17th Street, Santa Monica, CA, 90405, United States **Rights and Permissions** Organization Name: MGP, Inc. Name: Michael Grecco Email: michael@michaelgrecco.com Telephone: 310-452-4461 Address: 3103 17th Street Santa Monica, CA 90405 United States Certification Name: Michael Grecco

Date: December 22, 2013

Registration #:

Service Request #: 1-1092782492

Priority: Routine Application Date: December 22, 2013 07:45:35 PM

Correspondent

Organization Name: MGP, Inc.

Name: Michael Grecco

Email: michael@michaelgrecco.com Telephone: 310-452-4461

Address: 3103 17th Street

Santa Monica, CA 90405 United States

Fax: 310-452-4462

Mail Certificate

MGP, Inc. Michael Grecco 3103 17th Street Santa Monica, CA 90405 United States Copyright Office <noreply@loc.gov>

December 22, 2013 4:44 PM

To:

Michael@MichaelGrecco.com Grecco <Michael@MichaelGrecco.com>
Confirmation of Receipt

THIS IS AN AUTOMATED EMAIL - PLEASE DO NOT REPLY.

Your application and payment for the work Grecco Unpublished 7/29/2013 to 12/22/2013 were received by the U.S. Copyright Office on 12/24/2013.

PLEASE NOTE: Your submission is not complete until you upload or mail the material you are registering. To do so, logon to eCO (https://eco.copyright.gov/eService_enu/) and click on case number 1-1092782492 in the Open Cases table. Follow the instructions to either upload a digital copy or mail a physical copy (with shipping slip attached) of the work being registered. Additional instructions and requirements for submitting the material being registered can be found at http://www.copyright.gov/eco/tips/.

SHIPPING SLIPS: If you mail physical copies of the material being registered, the effective date of registration will be based on the date on which we receive the copies WITH CORRESPONDING SHIPPING SLIPS ATTACHED.

A printable copy of the application will be available within 24 hours by clicking the My Applications link in the left top most navigation menu of the Home screen.

You may check the status of this claim via eCO using this number 1-1092782492. If you have questions or need assistance, Copyright Office contact information can be found at http://www.copyright.gov/help/index.html#general.

United States Copyright Office

paygovadmin@mail.doc.twai.gov

December 22, 2013 4:44 PM

To:

Michael@MichaelGrecco.com Grecco <michael@michaelgrecco.com>

Pay.gov Payment Confirmation: Copyright Fee Services

Your payment has been submitted to Pay.gov and the details are below. If you have any questions or wish to cancel this payment, you will need to contact Copyright Fee Services at ctoinfo@loc.gov or 877-476-0778.

Application Name: Copyright Fee Services

Pay.gov Tracking ID: 25DLE7G4 Agency Tracking ID: 1-I2M4EW

Account Holder Name: Michael Grecco Productions, Inc.

Transaction Type: ACH Debit Transaction Amount: \$35.00 Payment Date: Dec 24, 2013

Account Type: Business Checking

Routing Number: 122016066 Account Number: *********3281

Transaction Date: Dec 22, 2013 7:44:15 PM

Total Payments Scheduled: 1

Frequency: OneTime

THIS IS AN AUTOMATED MESSAGE. PLEASE DO NOT REPLY.

Copyright Office <cop-rc@loc.gov> December 22, 2013 4:51 PM

To:

Michael@MichaelGrecco.com Grecco <Michael@MichaelGrecco.com>

Acknowledgement of Uploaded Deposit

THIS IS AN AUTOMATED EMAIL. PLEASE DO NOT REPLY.

Thank you for submitting your registration claim using the Electronic Copyright Office (ECO) System.

The following files were successfully uploaded for service request 1-1092782492

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File Size: 158959 KB

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United States Copyright Office

Copyright Office <cop-rc@loc.gov> December 22, 2013 4:54 PM

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Michael@MichaelGrecco.com Grecco <Michael@MichaelGrecco.com>

Acknowledgement of Uploaded Deposit

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File Size: 164411 KB

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United States Copyright Office

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Listing of "20130729	To 20131222	Grecco Unpublished	(Page 4)
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20131014_Singer_Mark_MGP_0053.jpg	20131030_Istanbul_MGP_06143.jpg
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20131014_Singer_Mark_MGP_0057.jpg	20131030_Istanbul_MGP_06147.jpg
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	20130904_Stone_Shannon_MGP_0731.jpg	20131014 Singer Mark MGP 0004.jpg
	20130904_Stone_Shannon_MGP_0732.jpg	20131014 Singer Mark MGP 0005.jpg
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	20130904_Stone_Shannon_MGP_0734.jpg	20131014 Singer_Mark_MGP_0007.jpg
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20131030 Istanbul MGP 6086.jpg	IMG_2931printjpg
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20131030_Istanbul_MGP_6088.jpg	20131203_Snapchat_MGP
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	Snapchat MGP_0149.jpg	20131203_Snapchat_MGP_0203.jpg	
	Snapchat MGP 0150.jpg	20131203 Snapchat MGP 0204.jpg	
	Snapchat MGP_0151.jpg	20131203_Snapchat_MGP_0205.jpg	
	Snapchat_MGP_0152.jpg	20131203_Snapchat_MGP_0206.jpg	
	Snapchat MGP_0153.jpg	20131203_Snapchat_MGP_0207.jpg	
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	Snapchat_MGP_0150.jpg	20131203_Snapchat_MGP_0211.jpg	
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To michael@michaelgrecco.com
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December 30, 2013 6:48 AM

This tracking update has been requested by:

Company Name: MGP, INC

Name: Michael Grecco

E-mail: michael@michaelgrecco.com

Our records indicate that the following shipment has been delivered:

Reference: Legal & Professional

Ship (P/U) date: Dec 26, 2013

Delivery date: Dec 30, 2013 9:33 AM

Sign for by: R.WALKER

Delivery location: WASHINGTON, DC

Delivered to: Receptionist/Front Desk

Service type: FedEx 2Day
Packaging type: FedEx Envelope

Number of pieces: 1

Weight: 0.50 lb.

Special handling/Services: Adult Signature Required

Deliver Weekday

Tracking number:

Shipper Information Recipient Information

Michael Grecco VA Registrations

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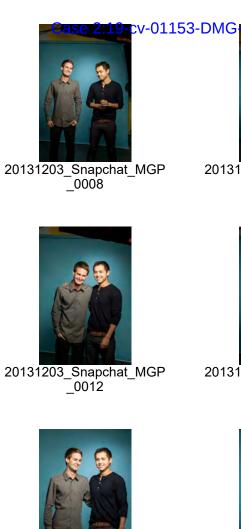
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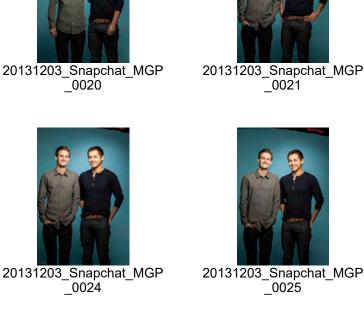
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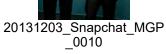














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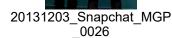


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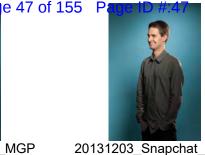




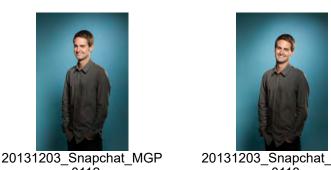


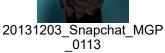


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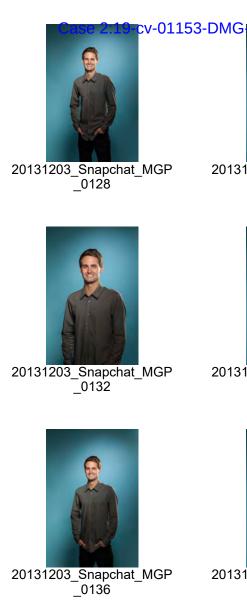
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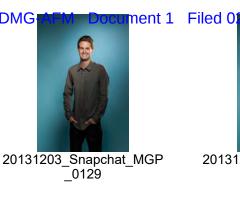


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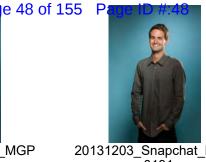


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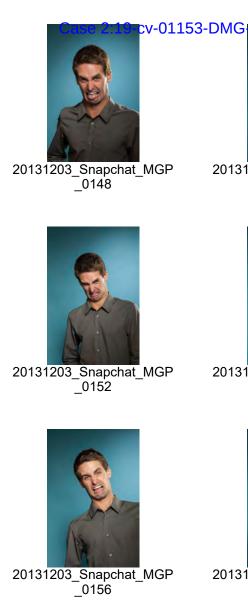


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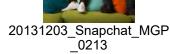
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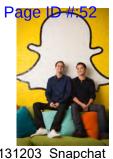












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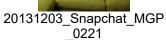


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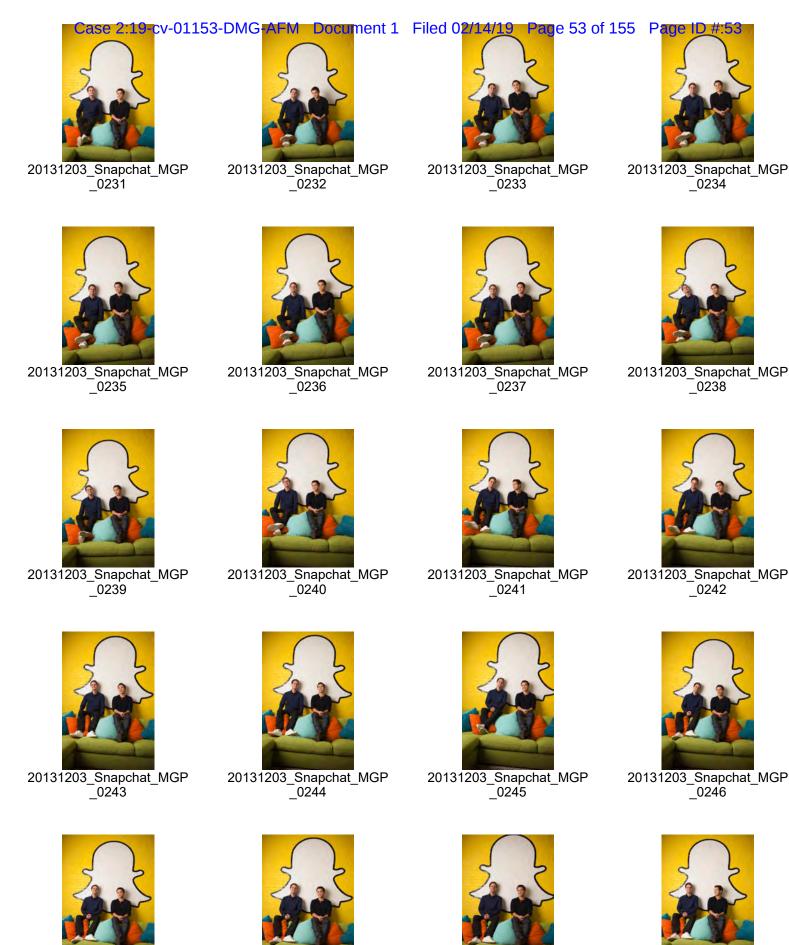
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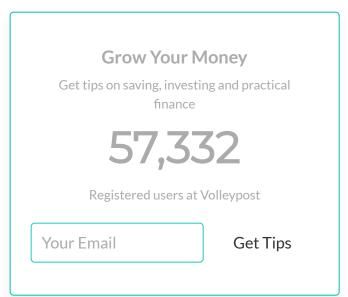
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Username: avalebert27

Date	Credit Card	Terms
4/25/2018	3737	Paid

Qty	Description	Euro Approximation	Amount
1	30-day Subscription, Standard License with 750 Downloads per Month	€ 204.35	US\$ 249.00
	Tax:	€ 0.00	US\$ 0.00
	TOTAL:	€ 204.35	US\$ 249.00

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Date	Credit Card	Terms
5/25/2018	3737	Paid

Qty	Description	Euro Approximation	Amount
1	30-day Subscription, Standard License with 750 Downloads per Month	€ 213.28	US\$ 249.00
	Tax:	€ 0.00	US\$ 0.00
	TOTAL:	€ 213.28	US\$ 249.00

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Username: ayalebert27

Date	Credit Card	Terms
7/1/2018	5903	Paid

Qty	Description	Euro Approximation	Amount
1	365-day Subscription, Standard License with 750 Downloads per Month (11 Payments Remaining)	€ 170.70	US\$ 199.00
	Tax:	€ 0.00	US\$ 0.00
	TOTAL:	€ 170.70	US\$ 199.00

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EXHIBIT "D"

Shutterstock Reports Fourth Quarter and Full Year 2017 Financial Results



NEWS PROVIDED BY **Shutterstock, Inc.** → Feb 22, 2018, 07:02 ET

NEW YORK, Feb. 22, 2018 /PRNewswire/ -- Shutterstock, Inc. (NYSE: SSTK), a leading global technology company offering a creative platform for high-quality assets, tools and services, today announced financial results for the fourth quarter and full year ended December 31, 2017.

Commenting on the company's performance, founder and CEO Jon Oringer said, "We had a strong finish to 2017, seeing customer engagement at an all-time high – both in the number of paid downloads and the number of active users on our sites. Our investments in our technology and products combined with pricing and packaging optimization across our entire platform are enabling our customers to search, discover and license the perfect content to meet their needs better and faster than ever before. In 2017, with the addition of Shutterstock Custom, we took steps to provide our customers with custom content creation capabilities for their specific brand use-cases. We've helped streamline our customers' workflows through plug-ins and features including our ever improving editing tool, Shutterstock Editor; and we broke new ground with our enhanced Al-driven search and discovery tools, all with the goal of delivering on our commitment to meet our customers' broad array of unique content needs. Through our innovation and execution, we continue to attract new customers and expand our workflow product offerings and penetrate deeper into international markets. Earlier this year, we celebrated a milestone of having 1 billion licenses to date and we believe we are well-positioned for strong, profitable growth in 2018 and beyond."

Full Year 2017 highlights as compared to Full Year 2016:

Key Operating Metrics

- Paid downloads increased 2% to 172.0 million
- Revenue per download increased 9% to \$3.13
- Images in our collection expanded 46% to 170.1 million images
- Videos in our collection expanded 47% to 9.1 million clips

Financial Highlights

- Revenue increased 12.7% to \$557.1 million (on a constant currency basis, increased 12.6%)
- Income from operations decreased 42% to \$26.3 million
- Net income decreased 49% to \$16.7 million
- Adjusted EBITDA decreased 8% to \$88.0 million
- Diluted EPS decreased 48% to \$0.47 per share

Fourth Quarter 2017 highlights as compared to Fourth Quarter 2016:

- Paid downloads increased 4% to 43.9 million
- Revenue per download increased 11% to \$3.33

Financial Highlights

- Revenue increased 16.6% to \$151.8 million (on a constant currency basis, increased 13.9%)
- Income from operations decreased 46% to \$7.2 million
- Net income decreased 79% to \$2.1 million
- Adjusted EBITDA decreased 10% to \$23.3 million
- Diluted EPS decreased 78% to \$0.06 per share

FULL YEAR RESULTS

Revenue

Full year revenue of \$557.1 million increased \$62.8 million or 12.7% as compared to 2016, driven by continued growth in our customer base resulting from the continued expansion of our product offerings to meet the needs of a more diverse customer base and increased activity by our enterprise customers. These factors also drove a 9% increase in revenue per download and a 2% increase in the number of paid downloads. Foreign currency movements had virtually no impact on the revenue growth from 2016 to 2017.

Revenue generated through our e-commerce platform increased approximately 6.0% as compared to 2016, to \$348.0 million or 62.5% of total revenue in 2017. Revenue from direct sales to enterprise customers increased approximately 24.1% as compared to 2016, to \$186.0 million or 33.4% of total revenue in 2017. Revenue from our other sales channels, including Webdam and content sold through application program interfaces increased approximately 44.4% as compared to 2016, to \$23.1 million or 4.1% of total revenue in 2017.

Income from Operations

Income from operations of \$26.3 million decreased \$19.4 million or 42% as compared to the full year 2016. This decrease is driven by increased operating expenses during the year, which were partially offset by the full year revenue growth. Operating expense increases were primarily due to costs associated with increased employee expenses, sales and marketing expenses, and additional costs related to technology and infrastructure enhancements, including depreciation.

Net Income

Net income available to common stockholders of \$16.7 million, or \$0.47 per diluted share, decreased \$15.9 million as compared to \$32.6 million, or \$0.91 per diluted share, for the full year 2016, primarily due to the decline in Income from Operations and an increase in the effective tax rate, partially offset by favorable non-operating foreign exchange impact and the impact of contingent consideration expenses in 2016 that did not recur in 2017. The higher effective tax rate during 2017 was primarily a result of recently enacted tax legislation, commonly known as the Tax Cuts and Jobs Act ("TCJA"), which, among other things, required a non-cash devaluation of our deferred tax assets and a one-time tax on earnings held in jurisdictions outside of the United States.

Adjusted EBITDA

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Adjusted Net Income

Adjusted net income was \$40.8 million, or \$1.16 per diluted share, for the full year as compared to \$55.2 million, or \$1.54 per diluted share, for the full year 2016. We define adjusted net income as net income excluding the impact of one-time tax charges related to the enactment of the TCJA, non-cash equity-based compensation, amortization of acquisition-related intangible assets, expenses related to long-term incentives and contingent consideration related to acquisitions and the estimated tax impact of such adjustments.

FOURTH QUARTER RESULTS

Revenue

Revenue of \$151.8 million for the fourth quarter of 2017 increased \$21.7 million, or 16.6%, as compared to the fourth quarter of 2016. This increase is attributable to our continued growth in enterprise sales, as well as increased customer acquisition through our ecommerce platform. Excluding the impact of foreign currency movements, revenue growth was approximately 13.9% in the fourth quarter of 2017.

Revenue generated through our e-commerce platform increased approximately 9.7% as compared to the fourth quarter of 2016, to \$92.4 million or 60.8% of total revenue in the fourth quarter of 2017. Revenue from direct sales to enterprise customers increased approximately 25.8% as compared to 2016, to \$51.9 million or 34.2% of total revenue in 2017. Revenue from our other sales channels, including Webdam and content sold through application program interfaces increased approximately 60.2% as compared to 2016, to \$7.5 million or 5.0% of total revenue in 2017.

Income from Operations

Income from operations of \$7.2 million for the fourth quarter of 2017 decreased \$6.0 million, or 46%, as compared to the fourth quarter of 2016, due primarily to increases in employee cash compensation expenses and depreciation and amortization expense. These increases are attributable to the Company's ongoing investments in improving its technology platform and operations.

Net Income

Net income of \$2.1 million, or \$0.06 per diluted share, for the fourth quarter of 2017 decreased \$7.8 million, or 79%, as compared with \$9.9 million, or \$0.27 per diluted share, in the fourth quarter of 2016 primarily due to the decline in Income from Operations and the increase in effective tax rate during the fourth quarter of 2017 compared to 2016, driven in large part by the Company's adoption of the TCJA.

Adjusted EBITDA

Adjusted EBITDA of \$23.3 million for the fourth quarter of 2017 decreased \$2.6 million or 10%, as compared to the fourth quarter of 2016 driven primarily by the Company's investment in its smaller but high-growth products and markets.

Adjusted net income was \$10.6 million, or \$0.30 per diluted share, for the fourth quarter of 2017 as compared to \$15.1 million or \$0.42 per diluted share, in the fourth quarter of 2016.

LIQUIDITY

Our cash, cash equivalents and short-term investments decreased by \$25.7 million to \$253.4 million at December 31, 2017 as compared with \$279.2 million at December 31, 2016. This decrease reflects approximately \$49.6 million of cash used to acquire Flashstock (now known as Shutterstock Custom), \$25.0 million of cash used to repurchase shares of the Company's outstanding common stock, \$55.1 million of cash used for capital expenditures and a payment of contingent consideration of \$10.0 million related to the 2015 acquisition of PremiumBeat, which were partially offset by cash generated from operations. Cash taxes paid in 2017 were \$5.0 million in compared to \$19.2 million in 2016.

Free cash flow was \$18.7 million in the fourth quarter of 2017, an increase of \$9.2 million from the fourth quarter of 2016. This change was primarily driven by increased cash from operations partially offset by slight increases in capital expenditures and cash used to acquire content. Free cash flow is defined as cash provided by operating activities adjusted for capital expenditures and content acquisition.

STOCK REPURCHASE PROGRAM

During the fourth quarter of 2017, we did not repurchase shares of our stock pursuant to our existing stock repurchase program. From the inception of this program through December 31, 2017, we have repurchased 2.6 million shares of our stock for a total of \$100.0 million under the stock repurchase program at an average per-share price of \$39.09. As of December 31, 2017, there remains \$100 million available for purchases under our share repurchase program.

The stock repurchase program, which commenced in November 2015, authorizes management to purchase shares from time to time through open market purchases or privately negotiated transactions at prevailing prices as permitted by securities laws and other legal requirements. The timing and amount of any future share repurchases will be determined by our management based on its evaluation of market conditions and other factors. The repurchase program may be modified, suspended or discontinued at any time.

OPERATING METRICS

	Three Months Ended December 31,		ns Ended December 31, Year Ended Dece		
	2017 2016				
	(in ı	nillions, except rev	enue per download	d)	
Number of paid downloads	43.9	42.1	172.0	167.9	
Revenue per download ⁽¹⁾	\$3.33	\$3.01	\$3.13	\$2.88	
Content in our collection (end of period) ⁽²⁾ :					
Images	170.1	116.2	170.1	116.2	
Videos	9.1	6.2	9.1	6.2	

FIRST QUARTER 2018 STRATEGIC TRANSACTIONS

⁽¹⁾ Revenue per download metric excludes the impact of revenue not associated with content downloads.

⁽²⁾ Represents images (photographs, vectors and illustrations) and video clips available on shutterstock.com at the end of the period. We exclude content that is not uploaded directly to our site but is available to our customers through an application program interface and certain images that may be licensed for editorial use only.

On Januan 402013, the Contact in Matter and the Company's presence in fast-growing markets. Zoool's primary business is the operation of an e-commerce platform in China whereby customers can pay to license content contributed by creative professionals. Zoool has been the exclusive distributor of Shutterstock creative content in China since 2014.

On February 15, 2018, Shutterstock entered into an agreement to sell certain assets constituting its digital asset management business, known as Webdam, under which the buyer has agreed to assume certain contracts and liabilities of Webdam, for an aggregate purchase price of \$49.1 million, payable in cash, and subject to certain customary closing adjustments for a transaction of this kind. We purchased Webdam in March 2014 for \$14.4 million. For the year ended December 31, 2017, Webdam revenues were approximately \$16.2 million and Adjusted EBITDA attributable to Webdam for 2017 was not material.

FINANCIAL OUTLOOK

The Company's current expectations for the full year 2018, excluding the contribution of Webdam, are as follows:

- Revenue of \$625 \$635 million, representing growth of approximately 15% 17%
- Adjusted EBITDA of \$105 \$110 million, representing growth of approximately 19% 25%
- Income from Operations of \$30 \$35 million
- Non-cash equity-based compensation expense of approximately \$28 million
- Capital expenditures, including capitalized labor, of approximately \$48 million
- Effective tax rate in mid-20's%

NON-GAAP FINANCIAL MEASURES

In addition to reporting results in accordance with United States generally accepted accounting principles (GAAP), Shutterstock also refers to adjusted EBITDA, adjusted net income, revenue growth on a constant currency basis, adjusted EBITDA margin, adjusted EBITDA growth on a constant currency basis and free cash flow. Shutterstock defines adjusted EBITDA as net income adjusted for foreign currency transaction gains and losses, expenses related to long-term incentives and contingent consideration related to acquisitions, interest income and expense, income taxes, depreciation, amortization, disposals and non-cash equity-based compensation; adjusted net income as net income excluding the impact of one-time tax charges related to the enactment of the TCJA, the impact of non-cash equity-based compensation, the amortization of acquisition-related intangible assets and expenses related to long-term incentives and contingent consideration related to acquisitions and the estimated tax impact of such adjustments; revenue growth on a constant currency basis (expressed as a percentage) as the increase in current period revenues over prior period revenues, utilizing fixed exchange rates for translating foreign currency revenues for both periods; adjusted EBITDA margin (expressed as a percentage) as the ratio of adjusted EBITDA to revenue; adjusted EBITDA growth on a constant currency basis (expressed as a percentage) as the increase in current period adjusted EBITDA over prior period adjusted EBITDA, utilizing fixed exchange rates for translating foreign currency revenues and expenses for both periods; and free cash flow as cash provided by/(used in) operating activities adjusted for capital expenditures and content acquisition. These figures have not been calculated in accordance with GAAP and should be considered in addition to results prepared in accordance with GAAP and should not be considered as a substitute for, or superior to, GAAP results. We caution investors that non-GAAP financial measures are not based on any standardized methodology prescribed by GAAP and are not necessarily comparable to similarly-titled measures presented by other companies.

Management believes that adjusted EBITDA, adjusted net income, revenue growth on a constant currency basis, adjusted EBITDA margin and adjusted EBITDA growth on a constant currency basis are useful to investors to provide them with disclosures of Shutterstock's operating results on the same basis as that used by management. Additionally, management believes that adjusted EBITDA and adjusted net income provide useful information to ingestors about the performance of the Company's overall business

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Shutterstock's underlying operating performance and, with respect to revenue growth and adjusted EBITDA growth on a constant currency basis, provide useful information to investors by eliminating the effect of foreign currency fluctuations that are not directly attributable to Shutterstock's business. Additionally, management believes that providing these non-GAAP financial measures enhances the comparability for investors in assessing Shutterstock's financial reporting. Management believes that free cash flow is useful for investors because it provides them with an important perspective on the cash available for strategic measures, after making necessary capital investments in property and equipment to support the Company's ongoing business operations, and provides them with the same measures that management uses as the basis for making resource allocation decisions.

Shutterstock's management also uses the non-GAAP financial measures adjusted EBITDA, adjusted net income, revenue growth on a constant currency basis, adjusted EBITDA margin, adjusted EBITDA growth on a constant currency basis and free cash flow, in conjunction with GAAP financial measures, as an integral part of managing the business and to: (i) monitor and evaluate the performance of Shutterstock's business operations, financial performance and overall liquidity; (ii) facilitate management's internal comparisons of the historical operating performance of its business operations; (iii) facilitate management's external comparisons of the results of its overall business to the historical operating performance of other companies that may have different capital structures and debt levels; (iv) review and assess the operating performance of Shutterstock's management team and, together with other operational objectives, as a measure in evaluating employee compensation and bonuses; (v) analyze and evaluate financial and strategic planning decisions regarding future operating investments; and (vi) plan for and prepare future annual operating budgets and determine appropriate levels of operating investments.

A reconciliation of the differences between adjusted EBITDA, adjusted net income, and free cash flow, and the most comparable financial measure calculated and presented in accordance with GAAP, is presented under the heading "Reconciliation of Non-GAAP Financial Information to GAAP" immediately following the Consolidated Balance Sheets. We do not provide a reconciliation of adjusted EBITDA guidance to net income guidance, as the impact of net non-operating foreign currency exchange gains or losses which are excluded from adjusted EBITDA is inherently uncertain and difficult to estimate and is unavailable without unreasonable efforts. In addition, we believe such reconciliations would imply a degree of precision that would be confusing or misleading to investors.

EARNINGS TELECONFERENCE INFORMATION

The Company will discuss its fourth quarter and full year financial results during a teleconference today, February 22, 2018, at 8:30 AM ET. The conference call can be accessed in the U.S. at (844) 634-1442 or outside the U.S. at (404) 537-3406 with the conference ID# 6469119. A live audio webcast of the call will also be available simultaneously at http://investor.shutterstock.com.

Following completion of the call, a recorded replay of the webcast will be available in the investor relations section of Shutterstock's website. A telephone replay of the call will also be available until March 1, 2018 in the U.S. at (855) 859-2056 or outside the U.S. at (404) 537-3406 with the conference ID# 6469119.

Additional investor information can be accessed at http://investor.shutterstock.com.

ABOUT SHUTTERSTOCK

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Case 2:19-cv-01153-DM@utter=Total Inc. Document 1 Filed 02/14/19 Page 93 of 155 Page ID #:93 Consolidated Statements of Operations

(In thousands, except for per share data) (Unaudited)

	Three Months Ended December 31,			Year Ended December 31,				
		2017		2016		2017		2016
Revenue	\$	151,829	\$	130,173	\$	557,111	\$	494,317
Operating expenses:								
Cost of revenue		64,590		52,637		233,102		203,129
Sales and marketing		40,844		34,990		146,464		126,626
Product development		15,210		12,989		52,486		47,789
General and administrative		23,994		16,358		98,710		70,987
Total operating expenses		144,638	-	116,974		530,762	-	448,531
Income from operations		7,191		13,199		26,349		45,786
Other income (expense), net		1,637		(1,167)		3,732		(1,289)
Income before income taxes		8,828		12,032		30,081		44,497
Provision for income taxes		6,772		2,177		13,354		11,869
Net income available to common stockholders	\$	2,056	\$	9,855	\$	16,727	\$	32,628
Net income per common share available to common								
stockholders:								
Basic	\$	0.06	\$	0.28	\$	0.48	\$	0.93
Diluted	\$	0.06	\$	0.27	\$	0.47	\$	0.91
Weighted average common shares outstanding:								
Basic		34,686		35,089		34,627		35,114
Diluted		35,149		35,881		35,291		35,861
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Consolidated Balance Sheets

(In thousands, except par value amount) (Unaudited)

	December 31, 2017		December 31, 20	
ASSETS				
Current assets:				
Cash and cash equivalents	\$	253,428	\$	224,190
Short-term investments	Ť	_	Ÿ	54,972
Accounts receivable, net		49,932		38,107
Prepaid expenses and other current assets		37,109		22,569
Total current assets		340,469		339,838
Property and equipment, net		85,698		56,101
Intangibles assets, net		34,197		30,157
Goodwill		98,654		49,271
Deferred tax assets, net		9,761		23,013
Other assets		8,997		3,398
Total assets	\$	577,776	\$	501,778
LIABILITIES AND STOCKHOLDERS' EQUITY				
Current liabilities:				
Accounts payable	\$	7.160	\$	7.305
Accrued expenses	Ψ	58,734	Ψ	41,106
Contributor royalties payable		20,088		20,473
Deferred revenue		157,803		122,235
Other liabilities		1,957		12,378
Total current liabilities		245,742	_	203,497
Deferred tax liability, net		1,486		2,147
Other non-current liabilities		15,963		9,438
Total liabilities		263,191	_	215,082
Commitment and contingencies		203,191		213,002
Stockholders' equity:				
Common stock, \$0.01 par value; 200,000 shares authorized; 37,270 and 36,926 shares				
issued and 34,712 and 34,816 shares outstanding as of December 31, 2017 and				
December 31, 2016, respectively		373		369
Treasury stock, at cost; 2,558 and 2,110 shares as of December 31, 2017 and				
December 31, 2016, respectively		(100,027)		(77,567)
Additional paid-in capital		272,657		251,890
Accumulated other comprehensive loss		(3,557)		(17,061)
Retained earnings		145,139		129,065
Total stockholders' equity		314,585	_	286,696
Total liabilities and stockholders' equity	\$	577,776	\$	501,778

Shutterstock, Inc.

Reconciliation of Non-GAAP Financial Information to GAAP

(In thousands, except per share information)

(Unaudited)

Adjusted EBITDA, adjusted net income and free cash flow are not financial measures under United States generally accepted accounting principles (GAAP). Such non-GAAP financial measures should not be construed as alternatives to any other measures of performance determined in accordance with GAAP. We caution investors that non-GAAP financial measures are not based on any standardized methodology prescribed by GAAP and are not necessarily comparable to similarly-titled measures presented by other companies.

	Three Months Ended December 31,			Year Ended December 31,					
		2017		2016		2017		2016	
Net Income	\$	2,056	\$	9,855	\$	16,727	\$	32,628	
Add:									
Depreciation and amortization		10,542		5,765		35,490		19,946	
Non-cash equity-based compensation		4,830		6,970		24,958		28,080	
Other adjustments, net (1)		(899)		1,167		(2,480)		2,940	
Provision for income taxes		6,772		2,177		13,354		11,869	
Adjusted EBITDA	\$	23,301	\$	25,934	\$	88,049	\$	95,463	

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	:	2017	 2016	 2017	2016
Net income	\$	2,056	\$ 9,855	\$ 16,727	\$ 32,628
Add/(less):					
One-time effect of the Tax Cuts and Jobs Act on the provision for income $taxes^{(2)}$		4,507	_	4,507	_
Non-cash equity-based compensation		4,830	6,970	24,958	28,080
Tax effect of non-cash equity-based compensation (3)		(1,776)	(2,515)	(9,176)	(10,048)
Acquisition-related amortization expense		825	999	4,801	4,309
Tax effect of acquisition-related amortization expense (3)		(303)	(367)	(1,766)	(1,584)
Acquisition-related long-term incentives and contingent consideration		738	300	1,252	2,925
Tax effect of acquisition-related long-term incentives and contingent consideration (3)		(271)	(110)	(460)	(1,075)
Adjusted net income	\$	10,606	\$ 15,132	\$ 40,843	\$ 55,235
Adjusted net income per diluted common share	\$	0.30	\$ 0.42	\$ 1.16	\$ 1.54
Weighted average diluted shares		35,149	35,881	35,291	35,861

	Three Months Ended December 31,					Year Ended December 31,				
		2017		2016		2017		2016		
Net cash provided by operating activities	\$	36,527	\$	24,545	\$	108,037		100,723		
Capital expenditures		(17,436)		(13,212)		(55,062)		(39,959)		
Content acquisition		(393)		(1,831)		(2,961)		(8,045)		
Free cash flow	\$	18,698	\$	9,502	\$	50,014		52,719		

- (1) Included in other adjustments, net is foreign currency transaction gains and losses, expenses related to long-term incentives and contingent consideration related to acquisitions, and interest income and expense.
- (2) Represents approximately \$3.7 million of non-cash charges related to a remeasurement of deferred tax assets related to the change in U.S. tax rates from 35% to 21% and approximately \$0.8 million of cash charges related to a one-time U.S. cash tax for unrepatriated foreign earnings.
- (3) Estimated tax effect of adjusted net income adjustments reflects the consolidated blended tax rate as applied to the taxable portion of the adjustment.

Shutterstock, Inc.

Supplemental Financial Data

(Unaudited)

Historical Operating Metrics

	Three Months Ended								
	12/31/17	9/30/17	6/30/17	3/31/17	12/31/16	9/30/16	6/30/16	3/31/16	12/31/15
	(in millions, except revenue per download)								
Number of paid downloads	43.9	41.9	42.7	43.5	42.1	41.2	43.4	41.2	39.8
Revenue per download (1)	\$ 3.33	\$ 3.23	\$ 3.05	\$ 2.91	\$ 3.01	\$ 2.91	\$ 2.81	\$ 2.77	\$ 2.86
Content in collection (end of period): (2)									
Images	170.1	155.8	144.7	132.0	116.2	102.7	92.1	81.0	71.4
Videos	9.1	8.3	7.6	6.9	6.2	5.4	4.9	4.2	3.7

- (1) Revenue per download metric excludes the impact of revenue not associated with content downloads.
- (2) Images (photographs, vectors and illustrations) and video clips available on shutterstock.com at the end of the period. We exclude content that is not uploaded directly to our site but is available to our customers through an application program interface, custom content and certain images that may be licensed for editorial use only.

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Jon Oringer

Founder, Chairman and CEO

@JonOringer

Jon founded Shutterstock in 2003 with thousands of his own digital photographs. A serial entrepreneur, he recognized the need for licensable images at an affordable cost and created the first global subscription image marketplace. Since then, Shutterstock has grown into a portfolio of brands serving businesses, marketing agencies and media organizations around the world with all the creative and editorial assets needed. Jon holds an MS in Computer Science from Columbia University and a BS in Computer Science and Mathematics from The State University of New York at Stony Brook.

Steven Berns

Chief Operating Officer and Chief Financial Officer

@StevenBerns

Steven is the Chief Operating Officer and Chief Financial Officer of Shutterstock. He is helping drive the strategic vision of the company, while leading the company's financial and legal functions. Steven has nearly 30 years experience in global financial management, acquisitions, and business operations, including as Chief Financial Officer at the Tribune Media Company, a television and digital media company, and Revlon, a worldwide cosmetic and beauty products company. Berns is a Certified Public Accountant and received a B.S. from Lehigh University and an MBA from the Stern School of Business at New York.

Marty Brodbeck

Chief Technology Officer

@MartyBrodbeck

As Chief Technology Officer, Marty manages the technology organization, partnering with the product and marketing teams to drive development and implementation of products that solve customers' problems. Marty has over 20 years experience delivering solutions at scale during his tenure as CTO at companies including Pearson, Pfizer and Diageo. He has a strong track record leading companies through cloud, big data and product engineering transformations and aligning business strategies with technology solutions to deliver revenue and increase productivity. Marty holds a B.A. from the University of Richmond and an M.S. from the Stevens Institute of Technology.

Lisa Nadler

Chief Human Resources Officer

@lnadl3r

Lisa is the Chief Human Resources Officer of Shutterstock. In this role, she is focused on attracting and developing the best talent and building a culture of engagement, agility and innovation. Lisa has held leadership positions at Citibank, Gartner, Madison Square Garden, and most recently was the CHRO at Sotheby's. Throughout her career, she has built strategic programs focused on delivering business results, developing differentiated talent strategies, improving performance management, and changing and aligning culture to business strategy. Lisa holds a BS in Engineering from Lehigh University.

David Petts

Chief Revenue Officer

@PettsSSTK

David is the Chief Revenue Officer of Shutterstock. In this position he contributes to shaping the company strategy as part of the executive team, as well as leading the company's sales and customer success functions. David has a wealth of experience in global sales leadership, go-to-market optimization, sales operations and customer success management. David has held global sales and customer success roles at ShoreTel, Nokia and HP/Compaq, covering SaaS, software and product solutions, to businesses of all sizes. David received a B.S. in Economics and Quantitative Studies from Queen Mary University of London, UK.

Louis Weiss

Chief Marketing Officer

@weiss1

Louis leads Shutterstock's global marketing teams. He has a 25+ year track record of driving significant revenue growth in marketing leadership, strategy, and general management roles, including as Chief Marketing & Merchandising Officer of the Vitamin Shoppe, an omnichannel retailer/e-tailer of nutritional supplements, and as President & Chief Marketing Officer of Plated, a meal-kit delivery company. He holds a B.S. in Economics, magna cum laude, from the Wharton School at the University of Pennsylvania.

Heidi Garfield

General Counsel

(a)heidigarfield

Heidi is Shutterstock's General Counsel & Corporate Secretary and is responsible for overseeing the global legal and compliance functions for the company. She has been working at the company for over four years since she started as Corporate Counsel in 2012. Prior to joining Shutterstock, Heidi was an intellectual property associate at Greenberg Traurig LLP, and before that, a litigation associate at Sidley Austin LLP. Heidi received her J.D. from Washington University School of Law and her B.S. from Syracuse University.

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/

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Alaska Rules of Professional Conduct Rule 7.4(a)(2) (1998).

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Hawaii

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Illinois

The Supreme Court of Illinois does not recognize certifications of specialties in the practice of law and that the certificate, award or recognition is not a requirement to practice law in Illinois.

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See Massachusetts Code of Professional Responsibility DR 2-105(B) (1997).

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1/29/2@ase 2:19-cv-01153-DMG-AFM Document শাল্য শিল্প শিল্প শাল্য শাল্য Age 115 of 155 Page ID #:115 Specialization, unless the lawyer is also recognized by the board as a specialist in that area of law.

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 - 5. For your own personal, non-commercial use (not for resale, download, distribution, or any commercial use of any kind)
- ii. AN <u>ENHANCED IMAGE LICENSE</u> grants you the right to use Images (which rights are in addition to 1-5 above and exclusive to Enhanced Image Licenses):
 - 1. In any manner permitted under a Standard Image License, without any limitation on the number of reproductions, impressions, or budget;

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- 2. Incorporated into merchandise intended for sale or promotional distribution (collectively "Merchandise"), including, without limitation, textiles, artwork, magnets, wall-art, calendars, toys, stationery, greeting cards, and any other physical reproduction for resale or distribution, provided that such Merchandise incorporates material creative or functional elements apart from the Image(s).
- 3. In wall art (and without requiring further creative or functional elements) for decorative purposes in a commercial space owned by you or your client, and not for sale.
- 4. Incorporated as elements of digital templates for sale or distribution.
- iii. If the Standard or Enhanced Image licenses do not grant the rights you require please contact Customer Service. (Phone: Inside US 1-866-663-3954, Outside US 1-646-419-4452 Email: <u>Customer Support</u>)

b. FOOTAGE LICENSES

- i. A FOOTAGE USE LICENSE grants you the right to use Footage:
 - 1. in a multi-media production displayed or distributed via the web, on social media, using so-called "Apps", or as otherwise disseminated in accordance herewith (see restrictions for distribution limitations), provided the audience for such production does not exceed 500,000;
 - 2. in connection with a live performance, provided the audience for all such performances does not exceed 500,000 people;
 - 3. on websites.
- ii. If the Footage Use License does not grant the rights you require, please contact Customer Service. (Phone: Inside US 1-866-663-3954, Outside US 1-646-419-4452 Email: <u>Customer Support</u>)
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- i. <u>AN EDITORIAL LICENSE</u> grants you the right to make a single, editorial use of an item of Editorial content, which single use may be distributed worldwide, in perpetuity.
- ii. A "single use" for the purposes of this license permits the use of Editorial content in a single context (i.e., a news story, blog post, page of a publication) a single time, provided you shall have the right to distribute that use in-context across unlimited mediums and distribution channels. For example, the use of Editorial content to illustrate a printed article, maybe reused on a blog, on social media, etc., provided it is in-context to the original printed article. Any use not in-context to the original printed article would require an additional license.
- iii. An "editorial use" for the purposes of this license shall be a use made for descriptive purposes in a context that is newsworthy or of human interest and expressly excludes commercial uses

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- iv. Any use of Editorial Content licensed hereunder is further subject to those express restrictions set forth in Part I, Section 4 (prohibiting any use distributed via broadcast/cable/OTT, on publication covers, and in print runs in excess of 500,000) as well as any "special restrictions" (e.g., geographical or industry-specific usage restrictions) indicated on the image detail page and/or included in the metadata attached to an item of Editorial Content.
- v. All Editorial content shall be deemed "Editorial Use Only" for the purposes of this TOS.
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- c. Use any Visual Content in a pornographic, defamatory, or deceptive context, or in a manner that could be considered libelous, obscene, or illegal.
- d. Modify Visual Content designated "Editorial Use Only" in a manner that changes the context of what is depicted.
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- h. Use any Visual Content (in whole or in part) as a trademark, service mark, logo, or other indication of origin, or as part thereof.
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- b. Use "stills" derived from Footage except solely in connection with the in-context marketing, promotion, and advertising of your derivative works incorporating Footage.

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- a. Use any Editorial content in a multi-media production distributed via broadcast, cable network, OTT video service (e.g. Netflix, Hulu, Amazon), or in theaters, or in related promotional materials.
- b. Use any Editorial content on a publication cover, jacket, or other packaging related to the underlying use.
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a. The use of Images and Footage in connection with news reporting, commentary, publishing, or any other "editorial" context, shall be accompanied by an adjacent credit to the Shutterstock contributor and to Shutterstock in substantially the following form:

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c. If and where commercially reasonable, the use of Images or Footage in Merchandise or an audiovisual production shall be accompanied by a credit to Shutterstock in substantially the following form:

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- d. Credit attributions are not required in connection with any other use of Footage or Images unless another stock content provided is afforded credit in connection with the same use. For clarity, attribution is always required for Editorial content.
- e. In all cases the credit and attribution shall be of such size, color and prominence so as to be clearly and easily readable by the unaided eye.

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1. "Production" means all versions of a single audio-visual project or all versions of a single audio-only project in which Music is synchronized to narration in the context of a podcast episode, radio documentary, radio advertisement, or other similar audio-only production.

2. MUSIC LICENSES

Shutterstock grants you a non-exclusive, non-transferable right to synchronize Music in a Production, which Production may be distributed worldwide, in perpetuity, pursuant to the license you purchase (from among the two license types set forth below), and subject to the restrictions set forth in Part II Section 3 hereof:

- a. <u>STANDARD MUSIC LICENSE</u>: A Standard Music License grants you the non-exclusive right to synchronize Music in a Production (and in in-context trailers and promotional materials), distributed via web based-viewing platforms or used in non-web based "industrial" contexts, which include trade shows, conferences, corporate Events, internal corporate Use, and point of sale.
- b. <u>ENHANCED MUSIC LICENSE</u>: An Enhanced Music License grants you the non-exclusive right to synchronize Music in a Production (and in-context trailers and promotions therefor), solely subject to the restrictions set forth in Part II Section 3 hereof.
- c. <u>COMP MUSIC LICENSE</u>: A Comp Music License grants you the right to synchronize watermarked Music solely in test, sample, comp, or rough cut evaluation materials related to a Production. The Comp Music License expressly prohibits distributing Music to the public in any form or incorporating Music into any final materials. You may not remove or alter the Shutterstock watermark from Music under any circumstances

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YOU MAY NOT:

- a. Sub-license, re-sell, rent, lend, assign, gift or otherwise transfer or distribute to any third-party the Music or the right to use the Music separate and apart from the Production in which (pursuant to your license) it is embodied;
- b. Resell, redistribute, provide access to, share or transfer any Music except as specifically provided herein;
- c. Manufacture, distribute, sell or otherwise exploit "records", CDs, mp3s or any other audio product embodying sound alone which incorporates Music, other than an audio-only Production expressly described in the definition of "Production" above. For the purpose of this sub-section the term "records" means all forms of reproductions, whether now known or hereafter devised, manufacture or distributed primary for home use, school use, or juke box use, embodying sound alone (excluding synchronized material);
- d. Use the Music in connection with other material that is pornographic, defamatory, libelous, obscene, immoral, illegal or that otherwise violates any right(s) of any third party(ies);
- e. Violate export laws, restrictions or regulations, by shipping, transferring or exporting Music into any country in violation of any export laws, restrictions or regulation;
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- h. Use Music in an audio-only Production in which music is the primary content.
- 4. Except for that Music designated "PRO-free," in the event any public performance licenses are required in connection with your use of the Music authorized under this TOS, you shall be responsible for obtaining such licenses at your sole expense. Notwithstanding anything to the contrary contained in this TOS: (a) in the event the laws of any jurisdiction require that, in order to avoid infringement or the violation of any third party rights, licenses be obtained from collection societies or similar entities for or in connection

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with activities otherwise authorized under this TOS, you shall be responsible for obtaining and paying for such licenses at your sole expense; and (b) this agreement does not include any so-called "moral rights" or like rights. You will file complete and accurate "cue sheets" with the appropriate Performing Rights Organization(s) and furnish a copy of each such cue sheet to Shutterstock via email to cuesheets@shutterstock.com. This obligation shall apply to all Music except that Music designated "PROfree."

- 5. You may publish Productions incorporating Music on third party "user-generated" content distribution platforms (e.g., YouTube) (each a "UGC Platform"). You may not claim ownership of the Music or otherwise register any Music with any UGC Platform even as synchronized with your own Production. If you become aware that any third party claims any ownership interests in any Music, you agree to promptly notify Shutterstock of each such claim.
- 6. When incorporating the Music in the type of Production in which copyright attribution is customary, you shall provide credit in substantially the following form:
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PART IV - INDEMNIFICATION AND LIABILITY

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 - 3. Footage Use Licenses shall be USD \$10,000.
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 - 5. Standard or Enhanced Music Licenses shall be USD \$10,000.

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4. You will indemnify and hold Shutterstock, its officers, employees, shareholders, directors, managers, members and suppliers, harmless against any damages or liability of any kind arising from any use of the Visual Content other than the uses expressly permitted by this TOS. You further agree to indemnify Shutterstock for all costs and expenses that Shutterstock incurs in the event that you breach any of the terms of this or any other agreement with Shutterstock.

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- 1. Any controversy or claim arising out of or relating to this TOS, or the breach thereof, shall be settled by binding individual (not class) arbitration administered under the Commercial Arbitration Rules of the American Arbitration Association or of the International Centre for Dispute Resolution in effect on the date of the commencement of arbitration, rather than in court, and judgment on the award rendered by the arbitrator(s) may be entered in any court having jurisdiction thereof or having jurisdiction over the relevant party or its assets. The place of arbitration shall be the state and county of New York. The language of the arbitration shall be English. There shall be one arbitrator to be mutually agreed by the parties. Each party shall bear its own costs in the arbitration. Both parties agree that the following claims are exceptions to the Arbitration Agreement and will be brought in a judicial proceeding in a court of competent jurisdiction: (i) any claim related to actual or threatened infringement, misappropriation or violation of a party's copyrights, trademarks, trade secrets, patents, or other intellectual property rights; (ii) any claim seeking emergency injunctive relief based on exigent circumstances (e.g., imminent danger or commission of a crime, hacking, cyberattack) (iii) any claim arising solely from Customer's alleged failure to pay fees due to Shutterstock. This arbitration provision will survive termination of this TOS.
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- acknowledge and agree that we are each waiving the right to a trial by jury as to all arbitrable disputes under this TOS.
 - 3. If a court decides that applicable law precludes enforcement of any of the limitations in this Part V, Section 7 as to a particular claim for relief, then that claim (and only that claim) must be severed from the arbitration and may be brought in court.
 - 8. Any controversy or claim arising out of or relating to this Agreement, or the breach thereof, shall be settled by binding arbitration administered under the Commercial Arbitration Rules of the American Arbitration Association or of the International Centre for Dispute Resolution in effect on the date of the commencement of arbitration, rather than in court, and judgment on the award rendered by the arbitrator(s) may be entered in any court having jurisdiction thereof or having jurisdiction over the relevant party or its assets. The place of arbitration shall be the state and county of New York. The language of the arbitration shall be English. There shall be one arbitrator. Each party shall bear its own costs in the arbitration. Shutterstock shall also have the right to commence and prosecute any legal or equitable action or proceeding before any court of competent jurisdiction to obtain injunctive or other relief against you in the event that, in the opinion of Shutterstock, such action is necessary or desirable.
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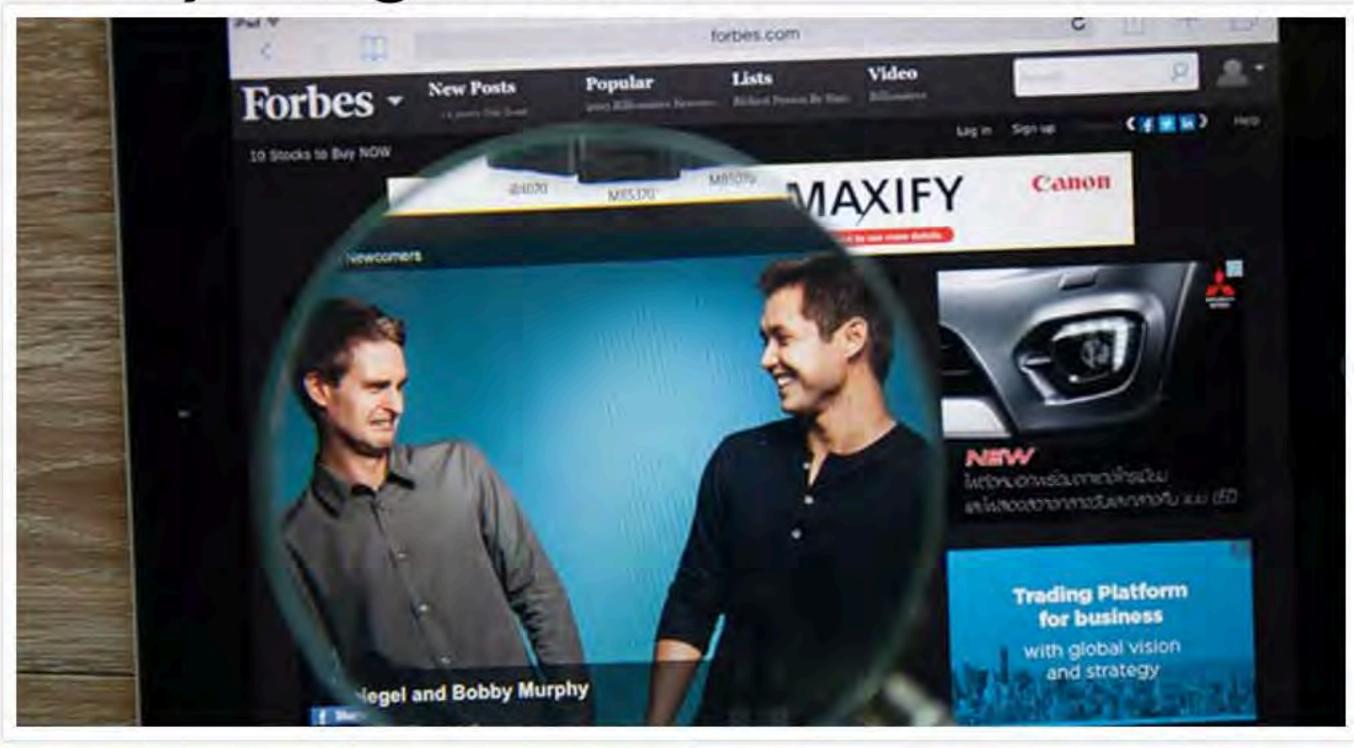
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If you have been using the photo- and video-sharing app Snapchat for a while, then you know at least who Evan Spiegel is. He is none other than the co-founder and CEO of Snap Inc., which is the name of the said flagship app. Born in 1990 in Los Angeles, California, Spiegel is the brainchild behind the idea for its product which he developed while attending Stanford University with the help of Bobby Murphy. The app, which was initially named Picaboo, was released sometime in 2011 and has since then accumulated steam. It was only a matter of time before its co-founders became billionaires when Snapchat went public in early 2017. If you are wondering about Evan Spiegel's net worth, below is a more detailed breakdown.

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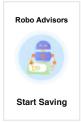
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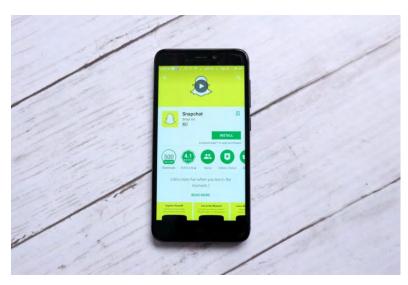


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(http://www.digitalspy.com/tech/apps/feature/a663482/who-is-evan-spiegel-7-things-you-need-to-know-about-the-snapchat-founder-dating-miranda-kerr/) had an estimated worth of around \$3.2 billion by Forbes. This was largely based on his 18 percent ownership in the very company he co-founded. Eventually, it marked a significant drop-off when the company decided to go public in March 2017. At that time, it closed its first day of trading, which reportedly had around \$24.48 per share and was even up 44 percent from its IPO Snap. This resulted in Spiegel amassing 37 million additional shares, and thus led to his net worth (https://www.volleypost.com/donald-trump-net-worth-2018/) hitting nearly \$5.5 billion. As of this writing, however, Evan Spiegel's net worth sits at \$2.5 billion.



 $\label{prop:continuous} \mbox{Evan Spiegel's net worth is mostly the result of snapchate}$

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Injured in an Auto Accident? US Residents Should Check If You Qualify For Full Below are some interesting facts about Evan Spiegel:

- He became the youngest public company CEO when Snap started trading during the aforementioned date.
- His co-founder Bobby Murphy was actually his former fraternity brother in Stanford University.
- Spiegel and Murphy each own about 18% of Snap. However, they still have voting shares that enable them to gain control over the board.

There are approximately 170 million people who use Snapchat. These are mostly teens and millennials, all of whom use the app to send disappearing messages.

Snapchat Founding at Stanford

Evan Spiegel became part of the Kappa Sigma fraternity at the aforementioned university, the same institution where his future Snapchat CTO Bobby Murphy. The duo decided to collaborate on some few other projects, which included a college admissions website called Future Freshmen. Apparently, they decided to abandon it later on. It was in the spring of 2011 when the idea to cappte Snapchat surface. This was after

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sire to send disappearing photos. Spiegel, without hesitation, seized on the idea and recruited Murphy (who already graduated at that time) to join the project.



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The three went on to camp out that summer at Spiegel's home (https://www.volleypost.com/check-out-14-of-the-most-beautiful-andcostly-homes-of-the-stars/) in Pacific Palisades. They together build a business that had designated roles: Spiegel helm the CEO and designer role, Murphy took the CTO and developer sits, and Brown became their (https://www.volleypost.com/injured-chief marketing officer. Although the app was yet to reach its full potential, the three decided to launch an early version of it and called Picaboo. The latter gave users the ability to send photos that could quickly disappear while revealing and then erasing any trace of evidence of illicit activities.

Apparently, in August, the original promise of the project was stained following a squabble. Both Murphy and Spiegel ousted Brown, as they moved forward with a new app name called Snapchat. Although sales did not immediately go high, something clicked as soon as winter came. The app managed to achieve a total user count of 20,000 in January 2012. This even went high in April of the same year, after accumulating about 100,000 users. It was revealed that the surge in demand became the catalyst for a massive increase in server bills. Fortunately, the two founders were saved after a whopping investment of \$485,000 came (https://www.volleypost.com/injured-courtesy of Lightspeed Venture Partners in the following month. Just a few weeks shy of his graduation, Spiegel decided to drop out of Stanford to focus on his company?

Marriage

One could say that Evan Spiegel's net worth is very desirable, but this is nothing compared to his marriage with Miranda Kerr (http://www.businessinsider.com/evan-spiegel-net-worth-miranda-kerr-richest-people-2017-11). Yes, that is right - Spiegel's significant other is none other than the titular Australian supermodel. He is definitely enjoying a rock star lifestyle, so to speak. The two got engaged in July 2016 and, later that year, bought a house in the high-class L.A. neighborhood of Brentwood. They finally exchanged "I Do's" in their backyard in May 2017.

Kerr appears to be an enthusiastic supporter of Spiegel's company. When announcing their engagement, she used the app's very own Bitmojis to reveal the news on Instagram. She even went to slam Mark Zuckerberg's Facebook for allegedly stealing her husband's ideas. In November 2017, the couple announced that they were expecting their first child. Apart from modeling, Kerr also owned a cosmetic line called Kora Organics. It is safe to say that the 35-year-old is somewhat wealthy in her own accord, as she has an estimated worth of \$45 million.



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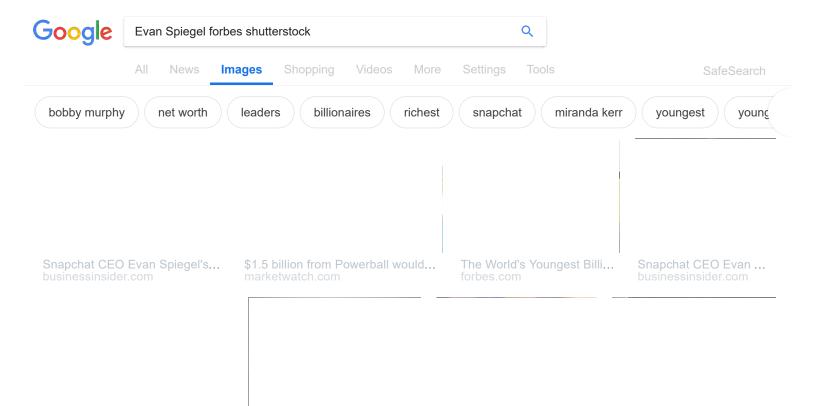
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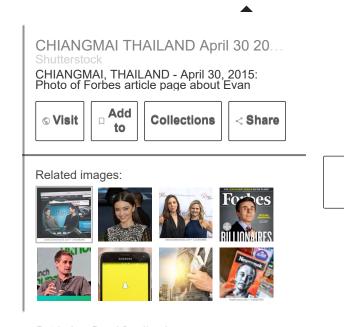
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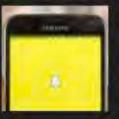




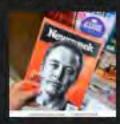












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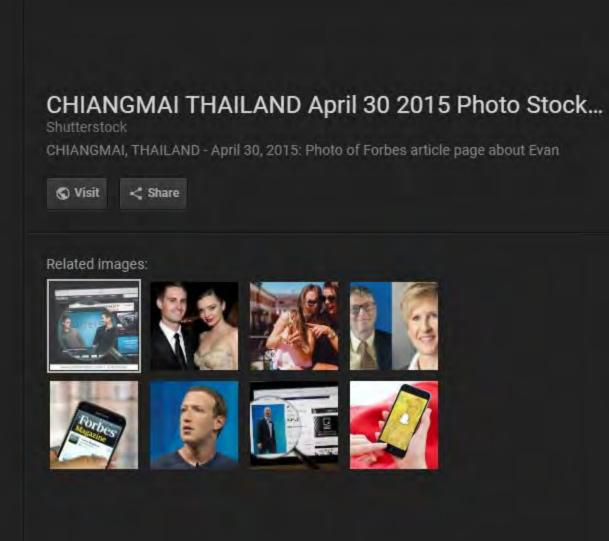
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